

Constitution and By-laws
of the
Association for Pet Loss and Bereavement, Inc.



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Constitution and Bylaws of the Association for Pet Loss and Bereavement, inc.

ARTICLE I - NAME

*This organization shall be called the “Association for Pet Loss and Bereavement”
(and may be referred to as the APLB).*

ARTICLE II - POSITIONS and PURPOSES

Section 1. The purpose of this organization is to coordinate people suffering from pet bereavement with appropriate counseling, according to individual needs. In serving this urgency, the APLB will serve as a clearing house for information on this topic. It will continually update and publish a comprehensive national registry of all therapies and practitioners in this field. By this and other activities this organization intends to educate the public in all areas of pet bereavement, and help minimize the pain and suffering that are part of this experience..

We recognize that there are several controversial approaches, ranging widely from the metaphysical through faith-healing, and that there are adherents who feel assured that these work for them. However, this association favors therapies based on established bereavement counseling methodologies.

Yet there are many well-intentioned pet lovers who have undergone this intimate tragedy and want to be accepted as counselors in this specialty, without having had conventional training in counseling. Although such a personal purpose is in itself laudable, this association cannot in good faith recommend anyone who does not conform to reasonable standards of preparation and experience. However, the APLB will register all applicants who wish to register themselves as pet bereavement counselors, provided that they follow the format provided them, and add a brief accounting of their background and training and methodology, to be included with their listing.

Despite its preferences, there will be no actual endorsements made by this Association. The responsibility of choice is completely up to the individual. The APLB will serve as a central collecting and distribution agency for this information, enabling potential clients to be better able to make more educated choices of which categories and practitioners may be better able to help them. The APLB assumes no responsibility in the selection of any counselor, or any consequences, thereof. In regularly upgrading its directory, this Association will be continually open to suggestions, recommendations and petitions from individuals desiring to be included.

This Association will also endorse occasional planned events such as group support-therapy sessions, publications, seminars and conferences, open to the general public.

Section 2. The APLB shall not be operated for profit.

Section 3. The members of this Association may at times amend this constitution, as deemed necessary to further and accomplish these objectives.

ARTICLE III - MEMBERSHIP

Section 1: Dues Any member who has paid current dues, in accordance with Sections 2 and 3 of this Article, shall be considered a member in good standing of this Association. He/she shall be entitled to all the benefits, rights and privileges of such membership. This includes listing at no charge as a counselor on our website, and the sole privilege to post non-refundable pet memorials at \$25, each.

Section 2. To be eligible for membership in this Association, candidate(s) must not be disapproved by a majority of the members of the Board. To qualify as a new member a candidate must first complete an application for membership, and submit it with paid dues, pending acceptance. Any former member may re-apply for new membership, under these same conditions

Section 3. Regular Membership shall be open to all individuals approved by the Board of Directors.

Section 4: The amount of annual dues shall be decided upon by majority vote of the Board of Directors. This amount may be changed at any time. Annual dues is payable on or before the anniversary of membership, each year, and is non-refundable. The current dues schedule shall be as follows:

- a. Annual dues for regular Membership shall be twenty five dollars (\$25). Once accepted as a member, dues are non-refundable.
- b. There shall be reduced dues rates: (\$15) for disabled individuals, and(\$20) for persons of age 60 or older.
- c. Lifetime Membership may be conferred by the president to any outstanding member who is deemed by the Board of Directors to be worthy of this. This is to be approved by a 2/3 vote at that Board meeting.
- d. Members who wish to post an approved Special Products listing on the APLB website will pay an annual \$25 fee.
- e. All dues paid by credit card shall be processed to our PayPal account. The member has the option to use any major credit card or a personal PayPal member number.

Section 5. In their personal resumes members in good standing may list their membership in this Association under "professional Affiliations or Organizations", but in no way may this in itself imply or suggest advanced training or status of any kind in the field of pet bereavement counseling. Abuse of this or any other regulations and bylaws is defined as grounds for immediate loss of membership, and is to be acted on by the Board of Directors.

ARTICLE IV - OFFICERS

Section 1: There shall be five (5) Officers of this Association: President, Vice President, Treasurer, Secretary, and Chair of the Board.

Section 2: The duties of the officers of this Association shall be:

a. The President shall have the power to appoint committees, their members and chairpersons. The President shall define the responsibilities, powers and prerogatives of those committees, with the approval of the Board of Directors – and shall be an ex-officio member of all committees. The President oversees the activities of the Association to ensure accomplishment of its mission, goals, and direction, and maintains the integrity of the Association. The President's signature, with that of the Treasurer or Vice president, shall be used for the disbursement of all funds, which must be made through a checking account or approved credit card in the name of this Association. He/she may authorize expenditures up to two hundred dollars (\$200). Under the supervision of the Board of Directors the president may also make use of a special APLB corporate credit card.

The President shall schedule and organize all Board of Directors meetings. In the absence of the Chair of the Board of Directors the president shall preside at these meetings. The president shall be responsible to the Chair of the Board of Directors. He/she shall confer at least monthly with the Chair of the Board of Directors on matters which the interests of this Association may require be brought to the Chair's notice. In the absence of the Chair of the Board of Directors, the president shall, except as otherwise directed by the Board of Directors, have all of the powers and the duties of the Chair of the Board of Directors. The president shall do and perform such other duties as from time to time the Board of Directors may prescribe.

b. The Chair of the Board of Directors At its discretion, the general Membership may or may not elect a Chair of the Board of Directors. In the event of such a vacancy the President shall assume all the duties of this position, as well. The chair of the Board shall be the Chief Executive Officer of the this Association and shall be responsible to the Board of Directors. He/she shall report to the Board of Directors on matters within his or her knowledge which the interests of the Corporation may require be brought to its notice. The chairperson shall oversee and guide all operations of the Board, and perform such other duties as from time to time the Board of Directors may prescribe. Along with the president the Chair may call meetings and appoint Board members and committee heads. At the January 8, 2012 Annual Membership Meeting Dr. Wallace Sife was awarded by referendum a lifetime appointment to this position.

c. The Vice President shall assist the President in the performance of all duties, and shall assume those duties in the event of the President's absence or inability, and shall perform other temporary duties as the Board of Directors shall prescribe. He/she shall accede to the office of President, in the event of a vacancy in that office. The Vice President's

signature, with either that of the Chair of the Board, the President or Treasurer shall be used for the disbursement of checks

d. **The Treasurer** shall be responsible for all funds of this Association. He/she shall deposit them in an Association account with a bank approved by the Board of Directors, and shall be responsible for the deposit of all mailed-in dues and the maintenance of a list of all members in good standing. All dues are to be paid by using our PayPal account. Or they may be paid by check, sent directly to our Treasurer. The Treasurer shall be responsible for the disbursement of all funds, and keep a strict accounting. All APLB checks must be signed by any one of four authorized officers of this Association: the President, Vice President, Chairman of the Board, or the Treasurer. In March of each year the Treasurer shall prepare a fiscal report of all payments made, to be presented at the next Board of Directors meeting. He/she shall report the financial status of this Association at all meetings of the Board of Directors and General Membership, and at any other times such as the President may direct. The Treasurer may also make use of a special APLB corporate credit

e. **The Recording Secretary** shall keep the minutes of all meetings of the general membership and Board of Directors. These minutes shall include: 1) date, kind of meeting, time, place; 2) a list of those present and not present at meetings of the Board of Directors; a list of those present at general membership meetings; 3) all actions taken by the body meeting; including all reports, motions and seconds and the names of the members making these; 4) He/she shall keep all reports and records of this Association and shall turn them over to the President at the Annual Meeting in January, for permanent storage. In the minutes he/she shall also make all official notifications of elections and appointments.

Section 3.

The prerequisites to be an **officer of this Association** are as follows:

- a. To qualify for the office of **President or Vice President**, a candidate must be at least twenty-one years of age and a member in good standing.
- b. To qualify for **Treasurer**, a candidate must be at least twenty-one years of age, and a member in good standing.
- c. To qualify for all other elective offices one must be a member in good standing.

Section 4. All officers shall enter their terms of office as soon as the votes are counted, tallied and recorded at the annual January general membership meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1. a. There shall be a Board of Directors of this Association, which shall consist of the five officers and an optional Chairperson of the Board, and up to eight Directors. To qualify as a Director one must be a member in good standing, and agree to actively work as chairperson on a committee and special project assigned by the president or Chairman of the Board. All chairpersons may conduct their business independently, providing no extraordinary issues are involved. They serve at the pleasure of the President, Chairman of the Board or the rest of the Board of Directors. If a director is found to be derelict in this acknowledged duty and is removed by the president or Chairman of the Board from this committee and project – without being assigned a different committee or project – he/she shall be declared in default, and no longer in compliance with his/her original contract to hold the position as director. He/she may then be removed from the Board by the president, for abrogation of his/her original commitment and contractual agreement to hold that office.

a. The President may appoint Special non-voting Members of the Board of Directors, with the unanimous approval of the Board of Directors. Such special memberships shall last until the next January Annual General Membership Meeting, at which they may be re-appointed for one more year, with the unanimous approval of the Board of Directors. Such Special Membership on the Board shall continue at the pleasure of the Board of Directors, and may be rescinded by a majority vote of the Board. A motion to remove any Special Member may be brought before any Board of Directors Meeting by two (2) members of that Board. The removal of any Special Member shall require a majority vote of the Board.

b. The Chair of the Board shall: Coordinate and collaborate with the President of this Association, on all policy and operational matters; Chair all meetings of the Board in a manner which utilizes the time of the Board effectively and which takes full advantage of the expertise and experience that each director has to offer; Provide input and support to committee chairs; Be accountable to and provide leadership for all issues of governance of this Association; Facilitate and encourage constructive and useful communication between the members of the Board Identify, prioritize, and develop policy proposals aimed at enhancing and improving the operations of this Association; Preside at all meetings of the Board of Directors and shall be a member of the executive committee; Establish an agenda for each Board meeting, which covers

all matters that should come before the Board in the proper exercise of its duties; Authorize expenditures up to two hundred dollars (\$200), and under the supervision of the Board of Directors may also make use of a special APLB corporate credit card.

c. The Board of Directors must approve expenditures over two hundred dollars, and all other contracts, disbursements and obligations of this Association.

d. The Board of Directors shall exercise the powers of the General Membership when that body is not meeting.

e. The Board of Directors shall meet bi-monthly, at such a time and place as determined by the Board. These meetings shall take place in January, March, May, July, September and November, each year.

f. Special Meetings of the Board of Directors may be called at the discretion of the President, or by the Chairman of the Board, or by request to the President by two (2) members of the Board. Board meeting are to be held online or by teleconferencing.

Section 2. Vacancies.

In the event of a vacancy in the Board of Directors, with the sole exception of the office of President, the President (or Vice President in his/her prolonged absence) shall appoint a member in good standing of this Association to serve in that office until the next annual election. This appointment is subject to formal majority approval of the Board of Directors.

Section 3. Absences

Any Member of the Board or Officer who fails to attend three (3) regular Board meetings in one (1) calendar year shall forfeit his/her office immediately. Should there not be a quorum of the Board at its next meeting, the vacancy created may be filled by the President, pending the approval of a majority the regular members present at the next regular meeting.

Section 4 Terms of Office

All regular Board members shall be elected to serve terms of four years. They may be reelected as often as the General Membership deems prudent. No Board member may be assigned to hold more that two committee positions.

ARTICLE VI - MEETINGS

Section 1. There shall be an annual membership election meeting held every January, at a time and place to be determined by the Board of Directors. All members of this Association must be notified of any General Membership Meeting, at least three weeks in advance of that meeting. Members who cast their votes before this shall be considered present at this meeting, by proxy. This meeting may be replaced by a regular Board meeting, and the general Membership meeting will then be held by proxy.

Section 2. All Board of Directors meetings shall convene bimonthly, at such a time and place as determined by the Board. In addition to the annual election meeting in January, these other meetings shall take place in March, May, July, September and November of each year, and may be conducted by Email and/or teleconference calls.

Section 3. Any member who wishes to participate and vote in a meeting, and cannot physically attend, may be considered present under the following special condition: That member must confer in advance with the President or chairman of the Board, and be thoroughly familiar with the agenda for that meeting. He/she may cast an absentee ballot on any issue he/she is entitled to vote on, that is scheduled in that meeting's agenda.

Section 4. Special general membership meetings must be called by the President of the Association within ten (10) days of receipt of a majority request from the Board of Directors, or the written request of ten (10) members in good standing. The President may also call such Special General Membership Meetings on his/her own initiative.

Section 5. All members of this Association must be notified by the Secretary of any meetings, at least three weeks in advance of those meetings.

Section 6. Quorums The number of members in good standing necessary to constitute a quorum at a General Membership Meeting shall be eight (8). The number of members in good standing necessary to constitute a quorum at a Board of Directors Meeting shall be five (5).

Section 7. Policies of this Association shall be decided upon and declared at General Membership Meetings.

ARTICLE VII - VOTING, ELECTIONS and TERMS OF OFFICE

Section 1. Each regular member in good standing whose dues are paid for the current year shall be entitled to one vote on any motion or ballot nomination at any meeting of this Association.

Section 2. All elected offices except the President shall serve for terms of three (3) years, and that of the President and Chair of the Board shall be four years. Whenever possible the terms of office for the elected Directors shall be staggered, so half of Directors will be up for re-election or replacement each other year. Elected Directors shall serve terms of office, of three years (3) and may be re-elected as often as the General membership chooses. The only exception to this is for Dr. Wallace Sife, who, as noted previously, was awarded by referendum to serve for his lifetime as Chairman of the Board. And Ellie Waldron was also named to a lifetime position on the Board, as President Emeritus.

Section 3. All elections shall be by ballot of those members in good standing who are present. This shall include Emailed absentee ballots of members in good standing who could not be present at the meeting that has this voting on its agenda.. The Board of Directors shall set up accountable safeguards to guarantee the security, authenticity and accurate tallying of all ballots. For the annual General Membership Meeting, absentee ballots shall be provided along with the annual mailing of the Slate Committee's recommendations. Elections shall be by closed ballot, wherever possible, of those members in good standing who are present, and by absentee ballots of members in good standing who could not be present at the meeting. Absentee ballots for this meeting may be sent to the APLB by US mail and must contain the original or a reasonable copy of the official ballot, as well as the signature of the member voting. Ballots returned by Email must be sent on the member's own computer, and must include full identification, including the date, and the name of the voter. All such ballots must be received at the APLB at least one working day prior to the meeting. All absentee ballots will be retained by the Secretary, and the tally of all votes shall be made at the January meeting.

Section 4. Elections to all offices shall be by plurality. In the event that no candidate receives a plurality vote, a run-off election shall be immediately prepared. This shall be held no longer than one month later.

Section 5. A slate of nominations to all elective offices shall be made by a Nominations Committee.

a. This Nominations Committee shall be appointed by the President at the September Board meeting of each year. It shall consist of a chairperson and any other two members.

b. This committee shall nominate constitutionally qualified candidates for office, and shall submit the slate to the President by the November Meeting, each year.

c. The Board of Directors shall approve, amend or modify this slate at its *November meeting*, and submit it to the President, who will Email it to the entire membership, at least thirty (30) days prior to the annual January General Membership Meeting.

Section 6. Nominations for candidates for office, not included on the approved slate, may be made from the floor, at the annual January General Membership meeting. To be included in the final ballot, each additional candidate must satisfy the constitutional requirements for election to that office, and receive a formal motion and a second. Any member in good standing may self-nominate.

Section 7. All matters of business at a Board of Directors meeting shall require a majority of the members of the Board then serving to carry a motion. Motions of procedural nature shall require a majority vote of those present to carry, except those designated by *Robert's Rules* as requiring a larger number.

Section 8. Regional Vice Presidents may be elected for terms of two years, by the members of the Board of Directors. This shall be accomplished by a majority vote of all the members on the Board at that time.

Section 9. Membership entitles an authorized representative to cast a single vote in all membership meeting voting matters.

ARTICLE VIII - COMMITTEES

Section 1. All non-standing committees shall be reappointed on an annual basis. All committee chairpersons shall submit a written report to the President or Chairman of the Board before each meeting. This report shall include the: a) name of

the committee; b) names of the chairperson and all members; c) current activities of the committee; d) progress toward these objectives; e) evaluation of actions taken; f) suggestions/plans for future action.

Section 2. The chairpersons of all committees shall be prepared to report on their committee activities at any meeting,

ARTICLE IX - IMPEACHMENT AND REMOVAL FROM OFFICE OR MEMBERSHIP

Section 1. A motion to remove or impeach any member of the Board Directors, other than a Special Member of the Board, may be brought before any meeting of the Board of Directors by two (2) members of the board, or by a petition signed by at least twenty percent (20%) of the members in good standing of this Association. Notice of this motion must be given to the Board at least two (2) weeks prior to the next meeting.

Section 2. The Board of Directors may decide to impeach and remove any member of the Board by a two-thirds (2/3) majority of the total votes on the Board.

Section 3. Any person who has had membership status removed, as provided in Article 111, Section 5, or Article XI, Section 3 may reapply for new membership, but must be approved by at least a 2/3 vote of those present at the next regularly scheduled membership Board of Directors meeting.

ARTICLE X - DISCIPLINE

Section 1. Charges of Misconduct.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the this Association. Written charges with specifications must be filed in duplicate with the corresponding secretary, together with a deposit of \$25, which shall be forfeited if such charges are not sustained by the Board, following a hearing. The secretary shall promptly send a copy of the charges to each member of the Board, or present them at the next Board meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date for a hearing by the Board, not less than three (3) weeks nor more than six (6) weeks, thereafter. The secretary shall promptly send by registered or certified mail, one copy of the charges to the accused member, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense, and bring witnesses if so desired. All such meetings may be held by teleconference.

Section 2. Board Hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by majority vote of those present, suspend the defendant of all privileges of the Club, for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendants right to appear before his/her fellow members at the ensuing general membership meeting, which considers the Board's recommendation. Immediately after the Board has reached a decision its findings shall be put in written form and filed with the secretary. The secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 3. Expulsion

Expulsion of a member from this organization may be accomplished only at a general membership meeting, following a Board hearing, and upon the Board's recommendation, as provided in Section 2 of this Article. Such proceeding may be held at a regular or special meeting of the Association, to be held within 60 days, but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak on his/her own behalf, if so wished. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Section 4. Grievances

A special committee may be established to resolve formal complaints of imputed official wrongdoing or unfair treatment

by this organization or by any member against any other member. Charges may be filed with the Board of Directors by any aggrieved party who has thusly suffered a personal affront or wrong inflicted upon her/him.

The committee chairperson is to serve as arbitrator, and may opt to request a second member of this organization, if such action may help satisfactorily resolve the alleged affront. That aide must be approved by the Board of Directors. If the grievance in any way involves the chairperson of this committee, then he/she must recuse, and the President shall appoint a temporary replacement for the resolution of this grievance.

ARTICLE XI - ORDER OF BUSINESS

Section 1. At general meetings of the Association, the order of business, so far as the character and nature of the meeting may permit, and which may be varied at each meeting if approved by majority vote, shall be as follows:

- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2. At meetings of the Board of Directors, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Reading of the minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE XII - ADOPTION AND AMENDMENTS

Section 1. This constitution shall be adopted or amended by a two-thirds (2/3) majority vote of members in good standing voting at a general membership meeting.

Section 2. Suggestions for amendment must be moved and seconded by any members of the Board of Directors, or in writing to the President by any two members in good standing, at least thirty days prior to the next general membership meeting. The Board of Directors shall then assure communication of the proposed changes to all members in good standing, no later than thirty (30) days prior to the next general membership meeting, where voting on the proposals shall take place. If there is a Corresponding Secretary in office at the time, then this will be the duty of that officer. Whenever possible all such proposals shall be included in the preceding newsletter.

ARTICLE XI11 - RULES OF ORDER

Section 1. In cases not covered by this constitution, the rules contained in *Robert's Rules of Order, Newly Revised* shall govern this Association, when applicable, and when they are not inconsistent with any special rules that this Association may adopt.

ARTICLE XIV - EXCLUSION OF CULPABILITY

The officers and members of the Board of Directors of this Association shall be in exclusion of culpability in the event of any legal action taken against this Association. No individual or group other than the entire Association shall be held

responsible for actions taken in its name.

ARTICLE XV - DISSOLUTION OF THIS ASSOCIATION

In the event of the dissolution of this Association, all assets shall become the property of The Humane Society of the United States. In no way may the funds of this organization be use for the private benefit or advantage of any individual.

Bylaws

As a general rule, Board of Directors meetings shall take place quarterly, on the second Tuesday of each month assigned, as cited in Article VI, Section 2 – with exceptions to be made under extraordinary circumstances. This may be changed by majority vote of the Board.

The Board shall determine annual compensations offered to elected officers and advisors. Chatroom personnel and other working staff will also be afforded a stipend. This is not to be construed as salary, but as honoraria, in appreciation for volunteered services. These disbursements shall be made at the end of each fiscal year, in December.

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Constitution and Bylaws ratified by unanimous vote: October 6, 1997.

Amended: January 4, 1999.

Amended: January 3, 2000.

Amended: February 13, 2000.

Amended: November 15, 2001

Amended: January 7, 2002.

Amended: March 19, 2004

Amended: January 11, 2006

Amended: January 8, 2008

Amended: July 21, 2008

Amended: January 12, 2010

Amended: January 11, 2011

Amended: January 8, 2012

Amended: March 21, 2015

Amended : January 16, 2018

Amended, January 15, 2019

APLB incorporated in New York State: January 11, 1999.

APLB conferred 501(c)(3)status by IRS as a tax-exempt, nonprofit organization: January 3, 2000.

APLB declared exempt from sales taxes in New York State: January 24, 2000.

APLB declared exempt from sales taxes in New Jersey: February 6, 2008.

APLB declared exempt from sales taxes in Florida: October 17, 2014.